

# MILKFOOD LIMITED

5th Floor, 91, Bhandari House, Nehru Place, New Delhi-110 019

Ph.: 011-26460670-4 / 26463773

E-mail : milkfoodltd@milkfoodltd.com, Website : www.milkfoodltd.com

CIN : L15201PB1973PLC003746 GST : 07AAACM5913B1ZY

MFL\SCY\2024-25  
The Manager (Listing)  
The BSE Limited  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building  
P J Towers, Dalal Street,  
Fort, Mumbai-400 001

5<sup>th</sup> December, 2024

Sub: Intimation of Notice of 1<sup>st</sup> (2024-25) Extra-ordinary General Meeting  
Scrip Code No.: 507621

Dear Sir,

We would like to inform you that 1<sup>st</sup> (2024-25) Extra-ordinary General Meeting (EGM) of the Company is scheduled to be held on Monday, the 30<sup>th</sup> December, 2024 at 9.00 a.m. at the registered office of the Company situated at Bahadurgarh, Distt. Patiala, Punjab.

The Notice of the Extra-ordinary General Meeting of the Company is enclosed herewith for your records.

You are requested to take the same on your records.

Thanking you,

Yours faithfully,  
For MILKFOOD LIMITED

*Rhakar*  


(Rakesh Kumar Thakur)  
Company Secretary

Encl: As above

  
milkfood

Regd. Office : P.O. Bahadurgarh-147021 Distt. Patiala (Punjab)

Phones : 0175-2381404 / 2381415

E-mail : unitpatiala@milkfoodltd.com



## MILKFOOD LIMITED

CIN: L15201PB1973PLC003746

Regd. Office: P.O. Bahadurgarh, Distt. Patiala (Punjab)- 147021

Ph: 0175-2381404/ 2381415, Fax: 0175-2380248

Email: milkfoodltd@milkfoodltd.com, Website: www.milkfoodltd.com

### NOTICE

**NOTICE is hereby given that the 1<sup>st</sup> (2024-25) Extra-ordinary General Meeting of the Members of the Company MILKFOOD LIMITED will be held at the Registered Office of the Company at P.O. Bahadurgarh, District Patiala – 147021, (Punjab) on Monday, the 30<sup>th</sup> December, 2024 at 9.00 A.M. to transact the following business:**

#### **SPECIAL BUSINESS:**

**(1) To approve the 'Milkfood Limited Employee Stock Option Plan 2024' ("MILKFOOD ESOS 2024/PLAN, SCHEME"):**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder ("SEBI SBEB & SE Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the relevant provisions of the Memorandum and Articles of Association of the Company and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members' of the Company be and is hereby accorded to the introduction and implementation of **'Milkfood Limited Employee Stock Option Plan 2024' ("Milkfood ESOS 2024")** and authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted) to create and grant from time to time, in one or more tranches, not exceeding 12,18,000 (Twelve Lakh Eighteen Thousand Only) ("Option(s)") to or for the benefit of such person(s) as designated by the Company for the employment within the meaning of the Plan, (other than promoter or person belonging to the promoter group of the Company, independent directors and director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as may be decided under the Plan, exercisable into not more than 12,18,000 (Twelve Lakh Eighteen Thousand Only) equity shares of face value of Rs. 5/- (Five) each fully paid-up, where one employee stock Option would convert in to one equity share upon exercise, on such terms and at such price and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Plan".

**"RESOLVED FURTHER THAT** consent of the shareholder of the Company be and is hereby accorded to the Board to create, grant, offer, issue and allot at any time or over a period of time, to or for the benefit of, such persons, who are permanent employees of the Company, whether working in India or outside India, and/or to the Directors of the Company, whether whole-time or not but excluding Independent Director(s), (selected on the basis of criteria decided by the Board in consultation with Nomination and Remuneration Committee) under the **"Milkfood ESOS 2024"** but excluding employees who are promoters or persons belonging to the promoter group and director(s) who either himself or through his relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, such number of employee stock option not exceeding 12,18,000 (Twelve Lakh Eighteen Thousand Only) in number (Hereinafter referred to as "Options"), convertible into equivalent number of equity shares (or such other number adjusted for change in capital structure or corporate actions in terms of **Milkfood ESOS 2024"** as per applicable law), at such price and on such terms and conditions as may be fixed or determined by the Board in its sole and exclusive discretion."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to formulate, evolve, decide upon and implement the **Milkfood ESOS 2024"** on the terms and conditions contained therein and stated in the explanatory statement annexed hereto including instances where such Options shall lapse and to grant such number of Options, to such employees and Directors of the Company, at par or at such other price, at such time and on such terms and conditions as set out in the **Milkfood ESOS 2024"** and as the Board may in its absolute discretion think fit, subject to applicable laws and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in terms and conditions of the

**Milkfood ESOS 2024"** from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule, vesting conditions, withdraw or revive the **Milkfood ESOS 2024"**, as the Board may in its absolute discretion think fit, subject to applicable laws."

**"RESOLVED FURTHER THAT** the equity shares so issued and allotted as mentioned hereinbefore shall rank pari - passu with the existing equity shares of the Company."

**"RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division or other reorganization of capital structure of the Company, as the case may be, the number of Options and / or the shares to be allotted upon exercise of Options shall be reasonably adjusted in accordance with the provisions of the **Milkfood ESOS 2024"** and in case of sub-division or consolidation of shares then the number of shares and the exercise price shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 5/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the grantees who have been granted Options under the Scheme."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the Plan on the stock exchanges where the equity shares of the Company are listed in due compliance with SEBI SBEB & SE Regulations and other applicable laws."

**"RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Plan subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, SEBI SBEB & SE Regulations, the Memorandum and Articles of Association of the Company and any other applicable laws in force."

**"RESOLVED FURTHER THAT** the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint merchant Bankers, brokers, solicitors, registrars, compliance officer, investors service Centre and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Plan as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard."

**(2) Approval for grant of Employee Stock Options to the identified employees during any one year, equal to or exceeding one percent of the issued capital of the Company:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 ("the Act") read with the rules framed thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (the "SEBI Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the circulars/guidelines issued by the Securities and Exchange Board of India ("SEBI"), the Articles of Association of the Company and all other applicable regulations, rules and circulars/guidelines in force, from time to time (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and sanctions, as may be necessary and such condition(s) and modification(s) as may be prescribed or imposed while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include the Nomination and Remuneration Committee duly constituted by the Board, which shall be designated as the Compensation Committee in pursuance of Regulation 5 of the SEBI Regulations to exercise its powers, including the powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded to create, offer, grant, issue and allot such number of Stock Options (the "Options" or "Stock Options") under the **Milkfood Limited Employee Stock Option Plan 2024' ("Milkfood ESOS 2024")**, to the following permanent employees of the company during any one year exceeding 1.00 percent (one percent) of the issued capital of the Company at the time of grant of Stock Option, within the

overall ceiling of not exceeding 5,50,000 (Five Lakh Fifty Thousand Only) stock options per employee under “**Milkfood ESOS 2024**”, exercisable into equivalent number of equity shares of face value of Rs. 5/ (Rupees Five) each fully paidup of the Company:

Name	Designation
Mr. Sudhir Avasthi	Managing Director
Mr. Deepankar Barat	President

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things being incidental to the effective implementation and administration of the “**Milkfood ESOS 2024**”, as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the shareholders of the Company to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of “**Milkfood ESOS 2024**” and to take all such steps and do all such acts as may be incidental or ancillary thereto.”

**(3) To approve revision in the remuneration payable to Mr. Sudhir Avasthi [DIN: 00152375], the Managing Director of the Company:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** in the partial modifications of the earlier resolutions passed in this regard by the members of the Company at their meetings and pursuant to the provisions of Sections 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and such other approvals and permissions, as may be required and as recommended by the Nomination & Remuneration Committee and as approved by the Board of Directors, consent of the members be and is hereby accorded for the revision of remuneration payable to Mr. Sudhir Avasthi (DIN: 00152375), Managing Director, for the remaining tenure of his appointment, with effect from 1<sup>st</sup> December, 2024 till 30<sup>th</sup> June, 2026 as follows:

**Salary:** Basic Salary Rs.12,50,000/- p.m.

Rent/Lease @70% of Basic Salary: Rs.8,75,000/- p.m.

**Commission:** Not exceeding 1.00% of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, subject to the limit of 50% of the Salary.

**RESOLVED FURTHER THAT** Mr. Sudhir Avasthi shall be entitled to the following perquisites:

1. Running and maintenance of Company’s two cars including salary of the driver for the purpose of business of Company;
2. Telephone at his residence and cellular phone as per the rules of the Company.
3. Expenses on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962.
4. Medical Reimbursement: Expenses incurred for the Managing Director and his family.
5. Leave Travel Concession: For self and his family, incurred in accordance with the rules specified by the Company.
6. Reimbursement of club fees, entertainment, travelling and all other expenses incurred during the official business of the company in accordance with the rules of the Company.
7. Gratuity payable shall be calculated as per the provisions of the Payment of Gratuity Act, 1972.

For the above purpose family includes spouse.

**RESOLVED FURTHER THAT** the tax on the aforesaid perquisites shall be borne by the Company.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profit in any financial year, during the currency of tenure of services of Mr. Sudhir Avasthi, Managing Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** except the aforesaid revision in salary, all other terms and conditions of his appointment as the Managing Director of the Company, as already approved by the members of the Company shall remain unchanged.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**(4) To develop the Moradabad Property as a Real Estate Property:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 179 and 180 of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and all other applicable provisions, if any, of the said Act, 2013 and pursuant to the authority of the Memorandum of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors to convert Moradabad property of the Company comprising about 20 acres situated at village Agwanpur, Moradabad, into a real estate property and to develop the same either through joint venture or otherwise upon such terms and conditions as the Board of Directors may finalize in the best interests of the company.”

**“RESOLVED FURTHER THAT** the Managing Director of the Company be and is hereby authorised to explore the possibility of the right contractor or other builder and to enter into the proposed joint venture Agreement to develop the property and to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto in this regard, subject to the approval of the Board of Directors, BSE and other authorities as the case may be.”

**by Order of the Board  
For MILKFOOD LIMITED**

**Sd/-**

**Rakesh Kumar Thakur  
Company Secretary**

Membership No: F-9809

eCSIN - EF009809A000064270

**Place: New Delhi**

**Date: 02.12.2024**

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE MUST BE DULY COMPLETED, STAMPED, SIGNED AND MUST BE SENT TO THE COMPANY SO AS TO REACH AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.**

Pursuant to the provisions of section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxy Form is enclosed.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of the Notice.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 24<sup>th</sup> December, 2024 to 30<sup>th</sup> December, 2024 (both days inclusive).
4. Corporate Members/institutional investors intending to send their authorised representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution/ authorization letter authorizing their representatives to attend and vote on their behalf at the Extra-Ordinary General Meeting (EGM).
5. All documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturday, up to the date of EGM between 11:00 a.m. and 5:00 p.m.
6. In case of joint holders attending the EGM, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the meeting.
7. Members/Proxies attending the meeting are requested to bring the Attendance Slips (duly completed) in the meeting.
8. The Notice of the Extra-Ordinary General Meeting is being sent by electronic mode to those members whose e-mail addresses are registered with the Company / Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the

permitted mode. Members may note that this Notice will also be available on the Company's website viz. [www.milkfoodltd.com](http://www.milkfoodltd.com)., website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and website of the CDSL at [www.evotingindia.com](http://www.evotingindia.com). Members holding shares in demat mode, who have not registered/updated their email addresses are requested to register/update their email addresses with their respective Depository Participant ("DP") and members holding shares in physical mode are requested to register/update their email addresses with the Company's RTA, Alankit Assignment Limited at [rta@alankit.com](mailto:rta@alankit.com) or can intimate the same to the Company.

9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. as per the instructions given below:
  - a. **For shares held in electronic form:** to their Depository Participants ("DPs") in the prescribed Form provided by the DP.
  - b. **For shares held in physical form:** to the Registrar and Share Transfer Agent (RTA) of the Company at Alankit Assignments Ltd., 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055, or to the Company at 5<sup>th</sup> Floor, Bhandari House, 91, Nehru Place, New Delhi-110019.
10. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, & ISR -5, as the case may be, the format of which is available on the Company's website at [www.milkfoodltd.com](http://www.milkfoodltd.com)
11. Members of the Company may kindly note that the shares of the Company are traded on Bombay Stock Exchange Ltd. (BSE) compulsorily in demat mode. Hence, the Members who are still holding physical Share Certificates are advised that it is in their own interest to dematerialize their shareholding to avail benefits of dematerialization viz. easy liquidity, electronic transfer, savings in stamp duty and prevention of forgery etc.
12. As per Section 72 of the Act, the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The form can be downloaded from the Company's website at [www.milkfoodltd.com](http://www.milkfoodltd.com). Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA in case the shares are held in physical form.
13. The route map showing directions to reach the venue of the EGM is annexed.
14. **Voting through electronic means:**
  - a) In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide remote e-voting facility to the members of the Company to exercise their right to vote by electronic means in respect of the resolutions to be passed at the Extra-Ordinary General Meeting.
  - b) The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the EGM ("remote e-voting") will be provided by the Central Depository Services (India) Limited ("CDSL"). The e-voting facility will be available at the link [www.evotingindia.com](http://www.evotingindia.com).
  - c) The remote e-voting period begins on **27<sup>th</sup> December, 2024 at 9.00 a.m.** and ends on **29<sup>th</sup> December, 2024 at 5.00 p.m.** During this period shareholders of the Company holding shares either in physical form or in dematerialized form as on **23<sup>rd</sup> December, 2024** being the **cut-off date** (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - d) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on **23<sup>rd</sup> December, 2024** (the "Cut-off Date") only shall be entitled to vote through remote e-voting and at the venue of EGM.

- e) At the venue of EGM, voting shall be done through ballot papers and the members attending EGM who have not cast their vote by remote e-voting shall be entitled to cast their vote through Ballot papers.
  - f) Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again in the meeting.
  - g) The Notice of the Extra-Ordinary General Meeting (EGM) of the Company inter alia indicating the process and manner of e-voting process along with printed attendance slips and proxy forms can be downloaded from the link [www.milkfoodltd.com](http://www.milkfoodltd.com) or [www.evotingindia.com](http://www.evotingindia.com)
  - h) A person who is not a member of the Company as on the cut-off date should treat this Notice for the information purposes only.
  - i) Members holding multiple folios/demat accounts may choose the voting process separately for each folio/demat account.
  - j) The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date.
  - k) A member can opt only one mode of voting i.e. either in person or through proxy at the meeting or through remote e voting.
15. The Board of Directors has appointed Ms. Kamlesh Gupta, Practicing Company Secretary as the Scrutinizer to scrutinize the entire voting process in a fair and transparent manner.
16. The Scrutinizer shall immediately after the conclusion of voting at the EGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than two working days of the conclusion of the Meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the meeting and the results shall be declared by the Chairman.
17. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.milkfoodltd.com](http://www.milkfoodltd.com) and on the website of the CDSL [www.evotingindia.com](http://www.evotingindia.com), immediately after the declaration of result by the Chairman. The result will simultaneously be communicated to the BSE Limited where the securities of the Company are listed.

#### **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>



Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 022 - 2499 7000

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (iv) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant **Milkfood Limited** on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, non-individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [sectl@milkfoodltd.com](mailto:sectl@milkfoodltd.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911

### **Explanatory Statement in respect of Special Business pursuant to Section 102 of the Companies Act, 2013:**

#### **Item No. 1 & 2**

Stock Options have long been recognized internationally as an effective instrument to align the interest of employees with those of the Company and its Shareholders, providing an opportunity to employees to share the growth of the Company, and to create long term wealth in the hands of the employees. It creates a sense of ownership between the Company and its employees, paving the way for a unified approach to the common objective of enhancing overall Shareholder's value.

Your Company is proposing to introduce an Employee Stock Option Scheme for the employees and the directors of the Company to remunerate them for their service and the expertise they bring to the organization. The scheme is titled **Milkfood Limited Employee Stock Option Plan 2024' ("Milkfood ESOS 2024")**.

Board of Directors ("the Board") of the Company in their meeting held on **2<sup>nd</sup> December, 2024** approved introduction of Milkfood Limited Employees Stock Option Plan 2024, subject to the approval of the Members and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (the "SEBI Regulations") and authorized the Compensation Committee/ Nomination & Remuneration Committee ("the Committee"), to formulate the terms and conditions of **Milkfood ESOS 2024** and to administer and implement the same in accordance with the provisions of the SEBI Regulations. The Nomination and Remuneration Committee of Directors of the Company shall act as the Compensation Committee under Regulation 5 of the SEBI Regulations, which has been authorised to inter alia formulate, administer and supervise **Milkfood ESOS 2024** including framing of its terms and conditions in terms of the SEBI Regulations.

The Company seeks Members' approval in respect of the aforesaid scheme and grant of stock options to its present and future permanent Employees and Directors of the Company (present and/or future, if any) to the extent and in the manner as may be permissible under the relevant provisions of the Companies Act, 2013, rules made there under and the SEBI Regulations as amended, whether in India or abroad ('Eligible Employees').

The following would, inter alia, be the broad terms and conditions of **Milkfood ESOS 2024**:

#### **a) Brief description of the Scheme:**

Milkfood Limited Employee Stock Option Plan 2024 is intended to reward the eligible employees [as selected by the Nomination and Remuneration Committee (also referred to as "NRC/Committee")], for their performance and to motivate them to contribute to the growth and profitability of the Company and also to retain them by way of issuing employee stock options. Subject to applicable law and terms and conditions of the Scheme, the eligible employees shall be entitled to subscribe to the equity shares within certain time period ("Exercise Period") upon fulfilment of such conditions ("Vesting") and payment of an exercise price ("Exercise Price").

#### **b) Total Number of Options to be granted:**

The maximum number of shares that may be issued pursuant to exercise of Options granted to the Participants under Milkfood ESOS 2024 shall not exceed 12,18,000 (Twelve Lakhs Eighteen Thousand only) Equity Shares of the Company. The Company reserves the right to increase or reduce such number of shares as it deems fit. Provided that all Options that have lapsed (including those having lapsed by way of forfeiture) shall be added back to the number of Options that are pending to be granted.

It is clarified that, in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division or other reorganization of capital structure of the Company, as the case may be, the number of Stock Options and/or the shares to be allotted upon exercise of Stock Options, the issue/ exercise price, shall be reasonably adjusted in accordance with the provisions of the Milkfood ESOS 2024, the SEBI Regulations and other applicable laws.

**c) Identification of classes of employees entitled to participate in Milkfood ESOS 2024:**

An Employee shall be eligible to participate in the Scheme, as determined by the Committee. Only Employees as defined herein are eligible under Milkfood ESOS 2024. Subject to this, the Committee shall, at its sole discretion, determine, which Employee or category of Employees shall be eligible for Grant of Options and the terms of Grant thereof and accordingly, the Company would offer the Options to the identified Eligible Employees based on the performance, experience, loyalty, etc.

Where any Employee is a director nominated by an institution as its representative on the Board of Directors of the company:

- (i) the contract or agreement entered into between the institution nominating its employee as the director of a company and the director so appointed shall, inter alia, specify the following:
  - a. whether the grants by the company under its scheme(s) can be accepted by the said employee in his capacity as director of the company;
  - b. that grants if made to the director, shall not be renounced in favor of the nominating institution; and
  - c. the conditions subject to which fees, commissions, other incentives, etc. can be accepted by the director from the company.
- (ii) the institution nominating its employee as a director of the company shall file a copy of the contract or agreement with the said company, which shall, in turn file the copy with all the recognized stock exchanges on which its shares are listed.
- (iii) the director so appointed shall furnish a copy of the contract or agreement at the first board meeting of the company attended by him after his nomination.

It is clarified that the benefit of Milkfood ESOS 2024 is extended to the Eligible Employee and Directors of any Subsidiary of the Company.

The maximum number of the Shares that may be issued pursuant to the grant of the Options under Milkfood ESOS 2024 shall be 12,18,000 (Twelve Lakhs Eighteen Thousand only).

Further maximum number of shares that may be issued pursuant to grant of options granted to employees namely Mr. Sudhir Avasthi, Managing Director and Mr. Deepankar Barat, President, in a year may exceed to one percent of the total issued capital of the company at the time of grant of options subject to maximum of 5,50,000 options per employee at the time of granting of an option. For the same, a separate special resolution is proposed to offer and issue to the following permanent employees and directors of the Company, during any one year, exceeding 1.00 percent (one percent) of the issued capital of the Company at the time of grant of Stock Option, within the overall ceiling of not exceeding 5,50,000 (Five Lakhs Fifty Thousand) employee stock options per employee under Milkfood ESOS 2024:

<b>Name</b>	<b>Designation</b>
Mr. Sudhir Avasthi	Managing Director
Mr. Deepankar Barat	President

The Grant of the Options by the Committee to the Grantee shall be made in writing and communicated to the Grantee. Such a Grant shall state the number of Options offered, the Exercise price and the closing date of accepting the offer.

The definition of Employees for the purpose of Milkfood ESOS 2024 shall mean:

- (i) an employee, who is exclusively working in India or outside India; or
- (ii) a director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- (iii) an employee as defined in sub-clauses (i) or (ii) above in India or Outside India, but does not include:
  - (a) an employee who is a promoter or a person belonging to the promoter group; or
  - (b) a director who, either himself or through his relative or through any body-corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company;

**d) Requirements of vesting and period of vesting and Maximum period within which Options shall be granted:**

Any Grantee who wishes to accept the option grant offer, must deliver an Acceptance Form, prescribed by the Committee from time to time, duly completed as required therein to the Committee on or before the Closing date stated in the Grant letter.

Any Grantee who fails to return the Acceptance Form on or before the Closing date shall, unless the Committee determines otherwise, be deemed to have rejected the offer. Any Acceptance Form received after the Closing date shall not be valid. Upon receipt of a duly completed Acceptance Form from the Grantee in respect of the Grant, the Grantee will become a Participant. The Committee may then issue to the Participant a statement, in such form as it deems appropriate, showing the number of Options, to which the Participant is entitled pursuant to the acceptance of such offer and the number of Shares for which the Participant will be entitled to subscribe pursuant to such Options.

Subject to the terms contained herein, the acceptance of a Grant made to a Grantee, shall conclude a contract between the Grantee and the Company, pursuant to which each Option shall, on such acceptance, be an Unvested Option.

As per SEBI Regulations, there shall be a minimum period of one year between the grant of options and vesting of options. The Vesting of Option would be subject to continued employment with the Company. In addition to this, the Committee may also specify certain performance criteria subject to satisfaction of which the Options would vest. The terms and criteria for Vesting of Options shall be communicated to the Eligible Employee in the Grant Letter/Award Agreement. The Committee may in its absolute discretion determine the vesting criteria, which could be either be time-based or performance-based or both, provided, that in no case shall the Vesting Period be (i) more than 3 (Three) years] from the Grant Date; and (ii) less than 1 (one) year from the Grant Date or such other minimum or maximum time period as may be prescribed by Applicable Laws, from time to time. The date of vesting may be different in respect of different Options depending upon the different Grants and difference dates of acceptance of such Grant of Options.

**e) Exercise price or pricing formula:**

The Exercise Price shall be decided by the Committee which shall in no case be more than the Market Price and not lesser than the face value of the Share of the Company on the date of grant of Options. The specific Exercise Price shall be intimated to the Option Grantee in the Grant Letter issued at the time of Grant.

Explanation: In case the Shares are listed on more than one Recognized Stock Exchange, then the Recognized Stock Exchange where the highest trading volume on the said date shall be considered for the purpose of determining the Exercise Price.

The total Exercise Price shall be paid to the Company in cash upon exercise of the options. No amount is payable by the Grantee at the time of acceptance of Grant of Option.

**f) Exercise period and the Process of Exercise:**

The Vested Options shall be exercisable according to the terms and conditions as determined and set forth under the Scheme. the Participant alone can exercise the Vested Option.

The Employee can exercise the vested options within the Exercise Period. Such exercise may be of all vested options or part of the vested options in one or more tranches.

The Exercise Period shall commence from the date of vesting and expire not later than 12 months from the last Vesting Date. The Exercise Period can be extended only under special circumstances at the discretion of the Committee upon a specific request made by the Participant concerned to this effect. No fraction of a Vested Option shall be exercisable in its fractional form.

Exercise of the Options shall take place at the time and place designated by the Committee or the Company and by executing such documents as may be required under the Applicable Laws to pass a valid title to the relevant Shares to the Participant, free and clear of any liens, encumbrances and transfer restrictions save for those set out therein. An Option shall be deemed to be exercised only when the Committee receives notice of exercise and the Exercise Price from the person entitled to exercise the Option.

On Exercise, the Participant can subscribe to the Shares on the full payment of the Exercise price and taxes, if any, required to be deducted by the Company in respect of exercise of the Option, and the Company shall allot the Shares to the Participants after completing the necessary formalities in this regard, or, if requested in writing by the

Participant, to the Participant jointly with another person, provided the Committee / Company finds the Exercise form complete and conditions of the Scheme are complied with. Subsequent to allotment, no Participant should seek to sell or otherwise transfer the Shares until there is a confirmation from the Company that the listing procedures with respect to the allotted Shares have been completed.

There would not be any lock-in period for the shares issued consequent upon exercising the options under the MILKFOOD ESOS 2024. Notwithstanding anything else contained in this Scheme, if the Participant does not Exercise his Vested Options within the time specified in this Scheme, such unexercised options shall lapse. There shall be no cashless exercise of the Options. Further there shall not be any funding of financing by the Company for Exercise of Options.

There shall be no cashless exercise of the Options. Further there shall not be any funding of financing by the Company for Exercise of Options.

#### **Exercise in certain special cases:**

**On death of a Participant:** In the event of death of a Grantee/ Participant while in employment, all the Options granted to him till such date shall vest in the nominee/ legal heir (“Beneficiary”) of the deceased Participant. All the Vested Options shall be permitted to be exercised within 1 (one) year from the date of death. However, under no circumstances, Options can be exercised by the Beneficiary beyond the Exercise period.

**On disability of Participant:** In the event of the termination of a Participant’s employment with the Company as a result of total or permanent incapacity (i.e., incapacity to engage in work as a result of sickness, mental disability or otherwise or by reason of accident), all the Options granted to him as on the date of permanent incapacitation, shall vest in him on that day. All the vested Options shall be permitted to be exercised within 1 (one) year from the date of termination. However, under no circumstances option can be exercised beyond the Exercise period.

**On attainment of Superannuation age:** In case the service of the Participants with the Company is terminated due to retirement on superannuation, all the Unvested Options shall continue to vest as per vesting schedule. All the Vested Options shall be permitted to be exercised within 1 (one) year from the date of termination on retirement. However, under no circumstances the Vested options can be exercised beyond the exercise period.

**Termination with cause:** In case the termination of employment of a Participant with the Company is with cause (i.e., negligence, fraud, professional misconduct, moral turpitude etc), his/ her Options (Vested as well as Unvested) shall lapse on the Termination Date.

**Other termination:** In case the service of the Participant with the Company is terminated due to resignation of the Participant from the Company or otherwise, all the vested options as on that date shall be permitted to be exercised within six months from the date of termination or before the expiry of the Exercise period, whichever is earlier. All Unvested Options on the date of termination shall lapse.

**Long Leave:** Long leave of the Participant shall not have any effect on the Scheme as applicable to the Participant. However, in case the employee goes on long leave of over 6 months during the vesting period, then the Committee reserves the right to extend the vesting period by a period not exceeding the leave period.

**Removal of Director:** In case of the participant is a director of the Company, in the event of his removal as a director with the Company for any reason, including vacation of office, not being re-appointed, other than death, permanent incapacity, resignation and superannuation, he may, within 6 months after the date of termination, exercise his Vested Options as on the date of such termination. The Unvested Options of the Grantee as on the date of such termination shall lapse. Special provisions shall apply in case of termination of directorship on account of death, permanent incapacity, resignation and superannuation, as mentioned above. However, re-appointment of Directors upon retirement by rotation shall be deemed to be continuity in tenure for the above purposes.

**Transfer of Employee:** In the event that an Employee, who has been Granted benefits under the Scheme, is transferred or deputed to an associate company prior to vesting or exercise, the vesting and exercise as per the terms of grant shall continue in case of such transferred or deputed employee even after the transfer or deputation. In the event that an Employee who has been granted benefits under the Scheme, is transferred pursuant to scheme of arrangement, amalgamation, merger or demerger or continued in the existing company, prior to the vesting or exercise, the treatment of options in such case shall be specified in such scheme of arrangement, amalgamation, merger or demerger provided that such treatment shall not be prejudicial to the interest of the employee.

#### **g) Appraisal process for determining the eligibility of employees for the Scheme:**

The Committee may, on such dates as it shall determine, Grant to such Eligible Employees as it selects, Options of

the Company in accordance with the terms and conditions of the Scheme for the time being in force. The Committee shall follow the following broad guidelines in selection of the eligible employees and the quantum of option to be granted to them:

- a. present grade and compensation structure of the employee
- b. performance of the employee
- c. length of service of the employee
- d. exceptional contribution made by the employee
- e. integrity and behavior of the employee
- f. such other parameters as it may decide.

**h) Maximum Number of Options to be issued per employee and in aggregate:**

The maximum number of the shares that may be issued pursuant to the grant of the Options under ESOS 2024 shall be 12,18,000 (Twelve Lakhs Eighteen Thousand only). Provided that maximum number of shares with respect to which Options may be granted to a single employee shall not exceed 1% of the issued capital of the Company at any point of time.

Provided further that maximum number of shares that may be issued pursuant to grant of options granted to employee namely Mr. Sudhir Avasthi, Managing Director and Mr. Deepankar Barat, President, in a year may exceed to one percent of the total issued capital of the company at the time of grant of options subject to maximum of 5,50,000 number of Options per employee at the time of granting of an option.

**i) Maximum quantum of benefits to be provided per employee under Milkfood ESOS 2024:**

The maximum quantum of benefits underlying the Options granted to an eligible employee shall be equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Options, on the basis of difference between the Option Exercise Price and the Market Price of the Equity Shares on the exercise date.

**j) Whether the Scheme is to be implemented and administered directly by the Company or through a Trust:**

It is clarified that Milkfood ESOS 2024 is not proposed to be implemented through Trust. There won't be any secondary market acquisition for the purpose of implementation of the Scheme. The Scheme will be implemented directly by the Company.

**k) Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the Trust or both:**

Implementation of the Scheme would involve new issue of equity shares. There won't be any secondary market acquisition for the purpose of implementation of the Scheme.

**l) The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.:**

There shall not be any funding of financing by the Company for Exercise of Options. Accordingly, no amount of loan to be provided for implementation of Milkfood ESOS 2024.

**m) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Scheme:**

There won't be any secondary market acquisition for the purpose of implementation of the Scheme.

**n) A statement to the effect that the company shall conform to the accounting policies specified in regulation 15 of the SEBI Regulations:**

The Company shall follow the requirements including the disclosure requirements and IND AS 102 on Share-based payments and/ or any relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 or any other appropriate authority, from time to time, including any guidance note on Accounting for employee share-based payments issued in that regard from time to time and the disclosure requirements prescribed therein, in compliance with relevant provisions of Regulation 15 of SEBI SBEB & SE Regulations. Company shall use "Fair Value" method to value its options and to calculate employee compensation cost.

**o) Method of valuing the Options:**

The Company shall use the Fair Value method for valuation of the Options. The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

**p) Statement with regard to Disclosure in Directors' Report:**

As the Company has opted for expensing of share-based employee benefits using the fair value, the same shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' Report.

**q) Lock-in period and transferability:**

There shall be a minimum vesting period of one year between grant of options and vesting of options.

Options Granted to an Employee shall not be transferable to any person. Subject to special provisions relating to the case of death of an employee before exercise of options (as mentioned above), no person, other than the Participant, shall be entitled to the benefit arising out of under Milkfood ESOS 2024. It is also clarified that the stock options granted under the ESOS 2024 shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner.

There would not be any lock-in period for the shares issued consequent upon exercising the options under the Milkfood ESOS 2024.

**r) Terms & conditions for buyback, if any, of specified securities covered under these regulations.**

There is no buyback arrangement or commitment by the Company in respect of any Shares or Securities issued/ allotted under Milkfood ESOS 2024.

**s) Other Terms**

Subject to Applicable Law, the Nomination and Remuneration Committee shall, at its absolute discretion, have the right to vary / modify / amend the Plan, in such manner and at such time or times as it may deem fit, subject however that any such modification / amendment shall not be detrimental to the interests of the Eligible Employees.

Such right to vary / modify / amend this Plan as and when required will be always subject to and in accordance with SEBI (SBEB) Regulations. No member of the Nomination and Remuneration Committee shall be primarily liable for any decision or action taken in good faith with respect to this Plan.

The Options to be granted under the Milkfood ESOS 2024 shall not be treated as an offer or invitation made to public for subscription of securities of the Company.

Consent of the shareholders is required by way of a **Special Resolution** pursuant to Section 62(1)(b) of the Companies Act, 2013 and the SEBI Regulations. As per Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021, separate special resolution is required to be passed in case the Scheme provided for grant of option to identified employees, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant of option.

Accordingly, the **Special Resolutions** as set out at item no. 1 and 2 in this Notice are proposed for approval by the shareholders.

Directors / Key Managerial Personnel of the Company / their relatives who may be granted Options under Milkfood ESOS 2024 may be deemed to be concerned or interested in the Special Resolutions at Item Nos. 1 and 2 of this Notice. Save as aforesaid, none of the Directors/ Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the said Special Resolutions.

**Item No. 3:**

Mr. Sudhir Avasthi, was appointed as the Managing Director of the Company for a period of 5 (Five) years commencing from 1<sup>st</sup> July, 2021.

Mr. Sudhir Avasthi aged about 69 years, is the Fellow Member of the Institute of Chartered Accountants of India. Besides, he possesses vast commercial and administrative experience in the field of corporate management, taxation and finance of more than 41 years.



Taking into consideration the higher responsibilities cast on Mr. Sudhir Avasthi, the Board of Directors, on the recommendations of the Nomination and Remuneration Committee of the Company, at its meeting held on 2<sup>nd</sup> December, 2024, has approved the proposal to revise the remuneration payable to Mr. Sudhir Avasthi, Managing Director, as set out in the resolution being Item No. 3 of the accompanying Notice for the remaining period of his current tenure commencing from 1<sup>st</sup> December, 2024 till 30<sup>th</sup> June, 2026.

**Minimum remuneration:**

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Managing Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 as may be applicable during his tenure.

**Overall remuneration:**

The aggregate of salary as specified above shall not exceed the limits prescribed from time to time under section 197 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force).

The Company is complying with the provisions of section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel not exceeding the limits as specified under Schedule V, subject to the following:

- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.
- (ii) There is no default in repayment of any of its debts or interest payable thereon.

The proposed revision in the remuneration as set out in the resolution is well in conformity with the relevant provisions of the Companies Act, 2013, read with schedule V to the said Act and hence approval of Central Government is not required for the revision of remuneration.

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company as already approved by the members of the Company shall remain unchanged.

Considering Mr. Sudhir Avasthi’s experience in the Dairy Industry and the trend in the industry, the terms of his remuneration are considered to be fair, just and reasonable and are commended for your approval.

Save and except Mr. Sudhir Avasthi, none of the other Directors / Key Managerial Personnel of the Company / their relatives is in anyway, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Resolution set out at Item No.3 of the Notice for approval by the members as **Special Resolution**.

Statement containing the information as required under Section - II, Part –II of Schedule V of the Companies Act, 2013 is given below:

**I. General Information:**

1. Nature of Industry

The Company is engaged in the business of manufacture and marketing of Ghee and Milk Powder.

2. Date or expected date of commencement of commercial production: ongoing/existing Company since 31-03-1973.

3. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

4. a. **Standalone Financial Performance based on given indicators:**

(Rs. in Lakhs)

	<b>Year ended March, 2024</b>	<b>Year ended March, 2023</b>
Turnover including other income	44,632	47,087
Profit before Tax/ (Loss)	882	1,149
Net Profit/ (loss)	712	975
Dividend Paid	Yes	Yes

**4. b. Consolidated Financial Performance based on given indicators:**

(Rs. in Lakhs)

	<b>Year ended March, 2024</b>	<b>Year ended March, 2023</b>
Turnover including other income	44,632	47,087
Profit before Tax/ (Loss)	882	1,149
Net Profit/ (loss)	712	975
Dividend Paid	Yes	Yes

**5. Foreign Investments and Collaborations, if any: NIL**

**II. Information about the Appointees:**

Background Details:

Mr. Sudhir Avasthi aged around 69 years is a qualified Chartered Accountant, an Indian National, and has vast experience of more than four decades in the field of corporate management, industry, taxation and finance.

Past remuneration: Mr. Sudhir Avasthi, Managing Director had drawn the following remuneration:

<b>Financial year</b>	<b>Amount (Rs. in Lakhs)</b>
2023-24	658.21

Job Profile and his suitability:

Mr. Sudhir Avasthi as Managing Director has been looking after the overall affairs and operations of the Company subject to the guidance, supervision and control of the Board of Directors. He is entrusted with substantial powers of management of the affairs of the Company and is accordingly involved in policy planning, implementing and laying strategy for achieving the corporate objectives of short term as well as long term of the Company.

**Remuneration proposed:** As mentioned in the resolution.

**Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by him, remuneration proposed to be paid is commensurate with the remuneration packages paid to similar counterparts in other companies.

**Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial personnel:**

Besides the remuneration proposed to be paid to Mr. Sudhir Avasthi, he does not have any other pecuniary relationship with the Company or with any other managerial personnel and Directors.

**III. Other information:**

**Reasons of loss or inadequacy of profits:**

The expected decline of the growth of agriculture and allied sectors in 2023-24 was a worrying sign for the economy. It had adversely affected the dairy sector and hence the reasons for inadequacy of profits.

**Steps taken or proposed to be taken for improvement:** Necessary efforts are being made to increase the marketing network with distributors and dealers spread across the country. This will entail increased volumes and improvement in sales and better profits. The Company has embarked on a series of strategic and operational measures that are expected to yield improved levels of turnover and margins of the Company.

**Expected increase in productivity and profits in measurable terms:** On a conservative scale, the Company is committed to build the business operations within budget and considering that business operates on a going concern basis, it is believed that financial position of the company will improve further in near future.

**IV. Disclosures:**

In compliance with the provisions of Sections 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the remuneration as specified above, payable to Mr. Sudhir Avasthi as the Managing Director is now being placed before the members for their approval.

**Item No. 4**

The Board of Directors of the Company has proposed to convert the property of the Company comprising about 20 acres situated at village Agwanpur, Moradabad into a real estate property and to develop the same either through joint venture or otherwise upon such terms and conditions as the Board of Directors may finalize in the best interests of the company, hence it is necessary to obtain the consent of the members of the Company by way of passing the Special Resolution.

The Board recommends the **Special Resolution** set out at item No. 4 of the Notice for approval of members.

None of the Directors/ Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in this item of business except to the extent of their shareholding in the Company.



# MILKFOOD LIMITED

CIN: L15201PB1973PLC003746

Regd. Office: P.O. Bahadurgarh, Distt. Patiala (Punjab)- 147021

Ph: 0175-2381404/ 2381415, Fax: 0175-2380248

Email: [milkfoodltd@milkfoodltd.com](mailto:milkfoodltd@milkfoodltd.com), Website: [www.milkfoodltd.com](http://www.milkfoodltd.com)

## FORM NO. MGT-11 PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L15201PB1973PLC003746		
Name of the Company:	MILK FOOD LIMITED		
Registered Office:	P.O. Bahadurgarh-147021, Distt. Patiala (Punjab)		
Name of the member(s)			
Registered Address:			
E-mail Id			
Folio No/Client Id		DP ID	

I/We, being the member(s) of Milkfood Limited holding..... shares of the above named company, hereby appoint

- Name..... E-mail id.....  
Address.....  
..... Signature.....or failing him
- Name..... E-mail id.....  
Address.....  
..... Signature.....or failing him
- Name..... E-mail id.....  
Address.....  
..... Signature.....or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company, to be held on Monday, the 30<sup>th</sup> December, 2024 at 09.00 A.M. at the Regd. Office of the Company at P.O. Bahadurgarh-147021, Distt. Patiala (Punjab) and at any adjournment thereof in respect of such resolutions as are indicated below:

### Resolution No. as per Notice.

S. No.	RESOLUTION	FOR	AGAINST
1.	To approve the 'Milkfood Limited Employee Stock Option Plan 2024' ("MILKFOOD ESOS 2024/PLAN, SCHEME").		
2.	Approval for grant of Employee Stock Options to the identified employees during any one year, equal to or exceeding one percent of the issued capital of the Company.		
3.	To approve revision in the remuneration payable to Mr. Sudhir Avasthi [DIN: 00152375], the Managing Director of the Company.		
4.	To develop the Moradabad Property as a Real Estate Property.		

Signed this ..... day of ..... 2024

Signature of Shareholder .....

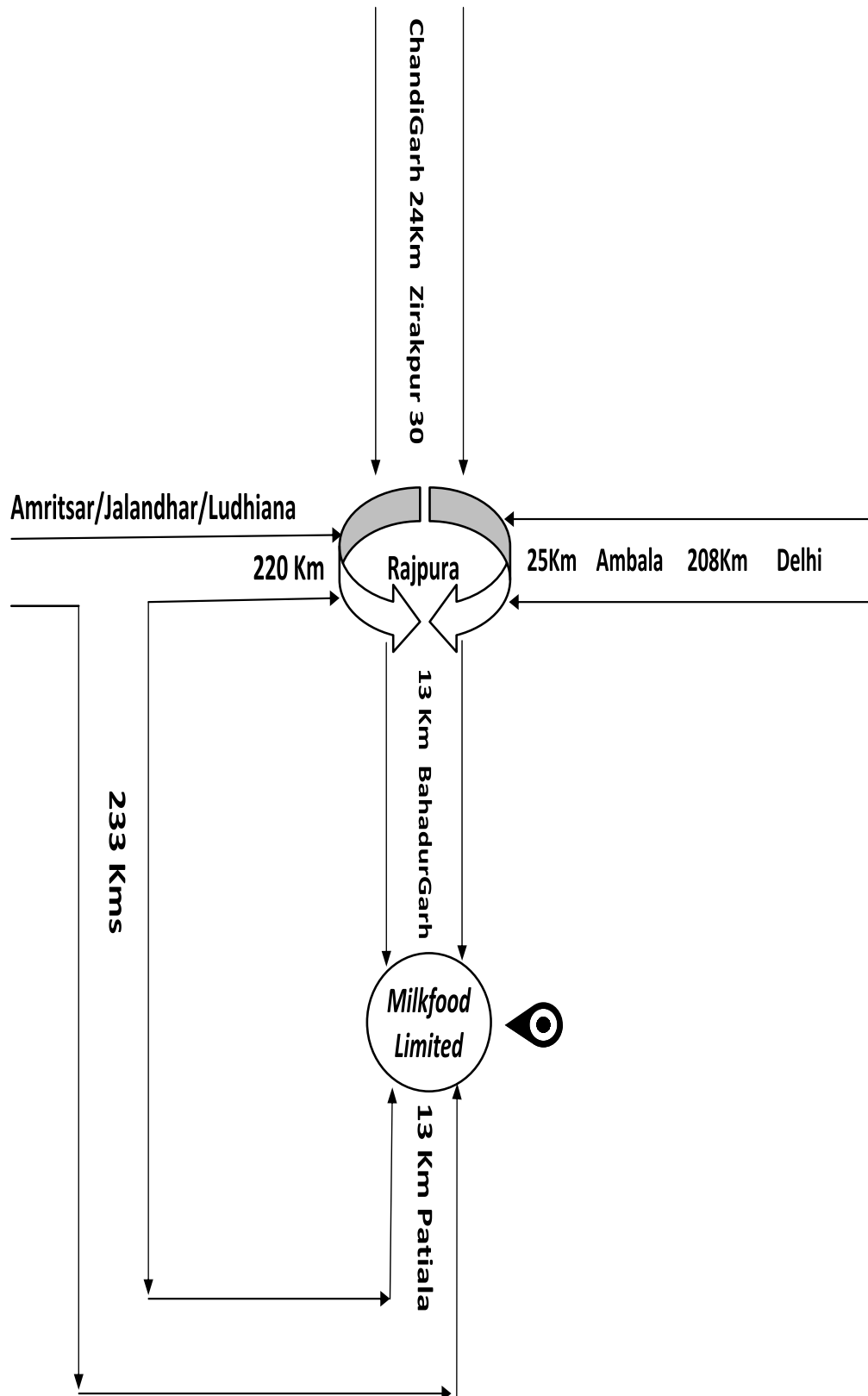
Signature of Proxy holder(s) .....

Affix a  
Revenue  
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the meeting.

# EGM VENUE ROUTE MAP

Bahadurgarh, Distt. Patiala (Punjab)-147021





## MILKFOOD LIMITED

CIN : L15201PB1973PLC003746

Regd. Office: P.O. Bahadurgarh, Distt. Patiala (Punjab)- 147021

Ph: 0175-2381404/ 2381415, Fax: 0175-2380248

Email: [milkfoodltd@milkfoodltd.com](mailto:milkfoodltd@milkfoodltd.com), Website: [www.milkfoodltd.com](http://www.milkfoodltd.com)

Folio No./DP ID/ Client ID No.	
No of Shares Held	

### ATTENDANCE SLIP

I/We record my/our presence at the Extra-ordinary General Meeting of the Company to be held at the Regd. Office of the Company at P.O. Bahadurgarh-147021, Distt. Patiala (Punjab) on Monday, the 30th December, 2024 at 09.00 A.M.

NAME OF THE SHAREHOLDER(S) (in Block Letters)	
SIGNATURE OF THE SHAREHOLDER(S)	
NAME OF THE PROXY (in Block Letters)	
SIGNATURE OF THE PROXY	

**NOTE:** You are requested to sign and hand over this slip at the entrance of the meeting venue.

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**The Electronic Voting Particulars are as follows:**

EVSN	USER ID	SEQUENCE NO.
241202004		